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and Certain of Its Affiliates*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re) Chapter 11 Case No.
)
Lehman Brothers Holdings Inc., et al.,) 08-13555 (SCC)
)
Debtors.) Jointly Administered
)
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**DECLARATION OF ERICA L. KERMAN IN SUPPORT OF
LEHMAN BROTHERS HOLDINGS INC.'S PRETRIAL BRIEF AND
SUMMARY OF EVIDENCE IN SUPPORT OF ESTIMATION OF THE
REMAINING COVERED LOAN CLAIMS AT \$2.38 BILLION**

I, Erica L. Kerman, Esq. declare pursuant to 28 U.S.C. § 1746:

1. I am an attorney-at-law of the State of New York and an attorney at Willkie Farr & Gallagher LLP. I submit this declaration in support of *Lehman Brothers Holdings Inc.'s Pretrial Brief and Summary of Evidence in Support of Estimation of the Remaining Covered Loan Claims at \$2.38 Billion* [Dkt. No. 56842].

2. Attached as **Exhibit 1** is a true and accurate copy of the Order Establishing a Protocol to Resolve Claims filed by Trustees on Behalf of Certain Issuers of Residential Mortgage-Backed Securities, dated December 29, 2014 [Dkt. No. 47569].

3. Attached as **Exhibit 2** is a true and accurate copy of the Mortgage Loan Sale and Assignment Agreement for Amortizing Residential Collateral Trust 2002-BC10, by and among Lehman Brothers Bank, FSB, as Seller and Structured Asset Securities Corporation, as Purchaser, dated as of December 1, 2002.

4. Attached as **Exhibit 3** is a true and accurate copy of excerpts of the transcript of the deposition of James H. Aronoff, dated October 6, 2017.

5. Attached as **Exhibit 4** is a true and accurate copy of excerpts of the transcript of the December 10, 2014 hearing on, among other things, the RMBS Trustees' Motion to (I) Increase the Reserve to \$12.143 Billion and (II) Estimate and Allow their Claims for Covered Loans at 12.143 Billion Pursuant to Section 502(c) of the Bankruptcy Code [Dkt. No. 49007].

6. Attached as **Exhibit 5** is a true and accurate copy of excerpts of the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors, dated December 5, 2011 [Dkt. No. 22973].

7. Attached as **Exhibit 6** is a true and accurate copy of excerpts of the transcript of the deposition of Edmond Esses, dated September 28, 2017.

8. Attached as **Exhibit 7** is a true and accurate copy of the Mortgage Loan Sale and Assignment Agreement for Structured Asset Investment Loan Trust 2003-BC1, by and among Lehman Brothers Bank, FSB, as Seller and Structured Asset Securities Corporation, as Purchaser, dated as of February 1, 2003.

9. Attached as **Exhibit 8** is a true and accurate copy of excerpts of the Claim Tracking Spreadsheet.

10. Attached as **Exhibit 9** is a true and accurate copy of excerpts of the transcript of the deposition of Karl Snow, dated September 26, 2017.

11. Attached as **Exhibit 10** is a true and accurate copy of excerpts of the transcript of the September 17, 2015 status conference [Dkt. No. 51186].

12. Attached as **Exhibit 11** is a true and accurate copy of excerpts of the transcript of the deposition of Richard W. Ellson, dated September 15, 2017.

13. Attached as **Exhibit 12** is a true and accurate copy of an excerpt from the Aurora's Seller's Guide, dated April 15, 2005.

14. Attached as **Exhibit 13** is a true and accurate copy of the Mortgage Loan Sale and Assignment Agreement for Lehman XS Trust 2005-6, by and among Lehman Brothers Holdings Inc., as Seller and Structured Asset Securities Corporation, as Purchaser, dated as of October 1, 2005.

15. Attached as **Exhibit 14** is a true and accurate copy of the Mortgage Loan Sale and Assignment Agreement for SASCO Mortgage Loan Trust 2004-GEL3, by and among Lehman Brothers Holdings Inc., as Seller and Structured Asset Securities Corporation, as Purchaser, dated as of September 1, 2004.

16. Attached as **Exhibit 15** is a true and accurate copy of the Mortgage Loan Sale and Assignment Agreement for Structured Asset Investment Loan Trust 2003-BC3, by and among Lehman Brothers Holdings Inc., as Seller and Structured Asset Securities Corporation, as Purchaser, dated as of April 1, 2003.

17. Attached as **Exhibit 16** is a true and accurate copy of the Letter from Michael S. Shuster to Todd G. Cosenza, dated October 2, 2017.

18. Attached as **Exhibit 17** is a true and accurate copy of excerpts of the transcript of the deposition of Charles H. Grice, dated October 12, 2017.

19. Attached as **Exhibit 18** is a true and accurate copy of the Mortgage Loan Sale and Assignment Agreement for SASCO 2006-S3, by and among Lehman Brothers Holdings Inc., as Seller and Structured Asset Securities Corporation, as Purchaser, dated as of August 1, 2006.

20. Attached as **Exhibit 19** is a true and accurate copy of the Affidavit of Sean P. Baldwin, *U.S. Bank Nat'l Ass'n v. UBS Real Estate Securities, Inc.*, No. 12 Civ. 7322 (PKC) (S.D.N.Y. Sept. 20, 2016) [Dkt. No. 507].

21. Attached as **Exhibit 20** is a true and accurate copy of the Trust Agreement for BNC Mortgage Loan Trust 2006-1, by and among Structured Asset Securities Corporation, as Depositor, Aurora Loan Services LLC, as Master Servicer, Risk Management Group, LLC, as Credit Risk Manager, and U.S. Bank National Association, as Trustee, dated as of September 1, 2006.

22. Attached as **Exhibit 21** is a true and accurate copy of the Letter from Todd G. Cosenza to Trustees' Counsel, dated April 16, 2015.

23. Attached as **Exhibit 22** is a true and accurate copy of the Trust Agreement for SASCO 2005-RF2, dated May 1, 2005, between Structured Asset Securities Corporation, Aurora Loan Services LLC, and U.S. Bank National Association.

24. Attached as **Exhibit 23** is a true and accurate copy of excerpts of the transcript of the deposition of Zachary Trumpp, dated October 5, 2017.

25. Attached as **Exhibit 24** is a true and accurate copy of the Letter from Todd G. Cosenza to Trustees' Counsel, dated March 17, 2015.

26. Attached as **Exhibit 25** is a true and accurate copy of the Letter from Trustees' Counsel to Todd G. Cosenza, dated March 25, 2015.

27. Attached as **Exhibit 26** is a true and accurate copy of excerpts of the transcript of the status conference regarding the RMBS Protocol, dated March 29, 2016 [Dkt. No. 52489].

28. Attached as **Exhibit 27** is a true and accurate copy of Lehman Brothers Holdings Inc.'s Second Objection to Certain RMBS Trust Claims and Motion to Disallow and Expunge Certain RMBS Trust Claims for Insufficient Documentation [Dkt. No. 53620].

29. Attached as **Exhibit 28** is a true and accurate copy of the Letter from Todd G. Cosenza to Trustees' Counsel, dated March 17, 2016.

30. Attached as **Exhibit 29** is a true and accurate copy of the Letter from Todd G. Cosenza to Trustees' Counsel, dated July 30, 2015.

31. Attached as **Exhibit 30** is a true and accurate copy of the RMBS Trust Settlement Agreement, entered into as of November 30, 2016, and modified as of March 17, 2017.

32. Attached as **Exhibit 31** is a true and accurate copy of the Motion of Lehman Brothers Holdings Inc. Pursuant to Fed. R. Bankr. P. 9019 and 11 U.S.C. § 105(A) for Entry of Order (A) Approving RMBS Settlement Agreement, (B) Making Certain Required Findings Regarding Decision of RMBS Trustees and LBHI Debtors to Enter into RMBS Settlement Agreement, (C) Scheduling Estimation Proceeding to Determine RMBS Claims and Approving Related Procedures Regarding Conduct of Hearing, and (D) Granting Related Relief, dated April 27, 2017 [Dkt. No. 55232].

33. Attached as **Exhibit 32** is a true and accurate copy of the Order Approving RMBS Settlement Agreement and Including Certain Proposed Findings of Fact and Conclusions of Law, dated July 6, 2017 [Dkt. No. 55706].

34. Attached as **Exhibit 33** is a true and accurate copy of the Institutional Investors' Response in Support of the RMBS Settlement 9019 Motion (ECF 55232) and Entry of the Trustee Findings and Bar Order [Dkt. No. 55673].

35. Attached as **Exhibit 34** is a true and accurate copy of the Motion Pursuant to Fed. R. Bankr. P. 9019 and 11 U.S.C § 105(a) for Approval of Stipulation and Agreed Order Between Lehman Brothers Holdings Inc. and New Residential Investment Corp. Regarding Settlement of Claims [Dkt. No. 56248].

36. Attached as **Exhibit 35** is a true and accurate copy of the Stipulation and Agreed Order Between Lehman Brothers Holdings Inc. and New Residential Investment Corp. Regarding Settlement of Claims [Dkt. No. 56276].

37. Attached as **Exhibit 36** is a true and accurate copy of the Deed of Trust for Loan Number *****3553, dated July 10, 2006.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: October 19, 2017
New York, New York

By: /s/ Erica L. Kerman
Erica L. Kerman